

CONSTITUTION

New Zealand Land Search and Rescue Dogs Incorporated

1. NAME

The name of the Society shall be New Zealand Land Search and Rescue Dogs Incorporated.

2. DEFINITIONS

In these rules words and phrases have the following meanings:

Committee means the Committee of LandSAR Dogs established under these rules.

LandSAR Dogs means New Zealand Land Search and Rescue Dogs Incorporated.

LandSAR NZ means New Zealand Land Search and Rescue Incorporated.

The **Objects of LandSAR NZ** means those objects contained within clause 3 of the LandSAR NZ constitution, as amended from time to time by LandSAR NZ.

Financial Year means the year commencing on the first day of July and ending on the thirtieth day of June in the following calendar year.

SAR means search and rescue.

Words in the masculine gender shall be deemed to include the feminine and neuter gender and the singular shall be deemed to include the plural and vice versa as the context requires.

3. OBJECTS

- i. The objects of the LandSAR Dogs shall be to train, assess and deploy search dogs and their handlers within New Zealand to standards accepted by SAR authorities.
- ii. To promote the use of search dogs in land SAR operations.
- iii. To further the growth in number and capability of search dogs and their handlers by all suitable means, including, but not limited to, facilitating training and the transfer of knowledge and experience.
- iv. To collectively represent the search dog handlers of LandSAR Dogs.
- v. To develop competency standards for search dogs and their handlers.
- vi. To assess search dog teams for suitability to be used operationally.
- vii. To encourage and maintain interaction with other national and international search dog groups with common interests.
- viii. As far as possible to encourage and support the implementation of the policies and Objects of LandSAR NZ.
- ix. To do all such things as the Committee shall decide to achieve the above objectives.

4. MEMBERSHIP

The members of LandSAR Dogs shall be as follows:

a) Full Members

- i. Any individual who shows they support LandSAR Dogs Objects and is nominated by two existing Full Members and whose nomination is approved by the Committee shall be a Full Member but before becoming involved as a handler they must conform to the requirements set by the Committee. At all times the percentage of handler members must be over 60 percent of the total membership.
- ii. A duly incorporated society whose objects are compatible with those of LandSAR Dogs, which is nominated by the Committee, and whose nomination and application for full membership is approved by a majority of Members present and entitled to vote at a General Meeting.
- iii. Applications for membership shall be made in writing on the appropriate form supplying such information as may be required.
- iv. An annual membership fee is payable by every Full Member, the amount of which will be determined at the Annual General Meeting.
- v. Every Full Member shall have one vote each. This may be in person or by proxy at the Annual General Meeting. Proxy voting shall be in writing and signed by the member who cannot attend.

b) Honorary Members

- i. Honorary Members may be elected at the Annual General Meeting in recognition of valuable service to LandSAR Dogs.
- ii. Nominations for honorary membership must be made in writing and received by the Secretary at least one calendar month before the Annual General Meeting.
- iii. Honorary members shall not be entitled to a vote.

c) Life Membership

- i. On the recommendation of the LandSAR Dogs Committee any member who has rendered special services to LandSAR Dogs or to the furtherance of its Objectives may be elected a Life Member at any General Meeting of the organisation. The votes of at least two thirds of those present and voting at the meeting shall be necessary for such election.
- ii. A Life Member shall be entitled to all privileges of membership without paying the annual subscription

5. CESSATION OF MEMBERSHIP

- i. If a Member's annual membership fee is not paid to LandSAR Dogs by the 30th day of May in any year, his/her/its membership will be immediately terminated on the 1st day of June in that same year.

- ii. The Committee shall have the power to expel any Member if it is satisfied that the Member's activities or actions are contrary to or detrimental to the promotion of the objects of either LandSAR Dogs or LandSAR NZ ("Societies") or offend against the Constitution, rules and aims of the Societies or whose conduct, in the opinion of the Committee, renders them unfit for membership of LandSAR Dogs. Such determination shall not be effective until:
 - a. The Committee shall give 28 days notice of its decision and the grounds thereof to the Member; and
 - b. If that Member objects to the decision of the Committee within that 28 day period by notice in writing to the Secretary, a meeting of the Committee shall be convened for the purpose of giving that Member an opportunity to be heard. The decision of this meeting on whether the membership shall be terminated will be final and accepted by the Member.
 - c. A Member is suspended from LandSAR Dogs during the 28 days' notice period.
- iii. A Member may resign from LandSAR Dogs at any time by notice in writing to the Secretary.

6. ALTERATIONS TO THE CONSTITUTION

- i. These rules may be altered, added to, rescinded or otherwise amended by resolution passed by a majority of the Members present and entitled to vote at any General Meeting called for the purpose.
- ii. Any addition, alteration or deletion of any part of this Constitution must be submitted as a motion in writing to the Secretary and included in the agenda of the next Annual General Meeting or General Meeting as the case may be.
- iii. Any notice of motion must be submitted to the Secretary no less than one calendar month prior to the meeting.
- iv. No addition, alteration or deletion can be made to this Constitution if any such addition, alteration or deletion alters in any way the charitable status or objects of LandSAR Dogs or limits the application of funds for its charitable purposes within New Zealand.

7. MEETINGS

a) Committee Meetings.

- i. A minimum of three (3) Committee meetings shall be held in each Financial Year. A quorum shall be a majority of the Committee.
- ii. Meetings may be held by conference call or other mediums as well as traditional methods.
- iii. Minutes shall be recorded and circulated by the Secretary within twenty-one (21) days of the meeting.

b) General Meetings.

- i. i. General Meetings shall be called by the Secretary at the written direction of at least three members of the Committee, such written direction to include details of the

matters to be dealt with at the General Meeting. The Secretary shall give at least one calendar month's notice of the General Meeting to Members, together with details of the matters to be dealt with at the General Meeting. Matters to be voted on at General Meetings shall be decided by resolution, where the resolution is deemed to be carried if it is approved by a simple majority of all Members present and entitled to vote (excluding any proposed change to the constitution, which requires a majority).

- ii. The Annual General Meeting shall be a General Meeting held in the first five months of the Financial Year at a time, date and place to be decided by the Committee.
- iii. The Secretary shall give two months' written notice of the time and place of the Annual General Meeting to all Members and include a call for nominations to the Committee.
- iv. The Secretary shall provide all Members with copies of the documents to be considered at the Annual General Meeting not less than three weeks prior to the date of the Annual General Meeting. All notices given shall be deemed to have been given at the time when, in the ordinary course of post or transmission, they would have arrived.

c) The Annual General Meeting will deal with the following business:

- i. receipt of annual reports, including audited financial statements;
- vi. to discuss and if necessary, vote upon, any matter (including any proposed change to the constitution) of which written notice has been given to the Secretary at least one calendar month before the Annual General Meeting. Matters to be voted on at the Annual General Meeting shall be decided by resolution, where the resolution is deemed to be carried if it is approved by a simple majority of all Members present and entitled to vote and proxy votes (in writing and signed by the member who cannot attend). This excludes any proposed change to the constitution, which requires a two-thirds majority)
- ii. The outcome of the postal vote for the Committee membership.
- iii. To set the annual membership fee for Full Members.

8. ELECTION OF COMMITTEE

- i. The Members who are entitle to vote shall elect five (5) Full Members to the Committee to be listed in Section 1 of the voting form and shall elect Office Bearers to be listed in Section 2 of the voting form, as provided in sub-clauses 'ii' and 'iv' of this clause.
- ii. The Committee Members shall be elected by postal or electronic voting. Nominations are to be called for with the first notice of the Annual General Meeting (noting the voting frequency provided for in sub-clause 'v' of this Clause). Voting forms shall be distributed by postal or electronic means with the documents to be considered at the Annual General Meeting.
- iii. An independent Returning Officer shall be appointed by the Committee to receive and count votes on behalf of NZ LandSAR Search Dogs. The Returning Officer shall return vote results to the Secretary for announcement at the Annual General Meeting. For the purpose of this sub-clause an 'independent' Returning Officer shall be defined as either a Chairman of another NZ LandSAR Group or NZ LandSAR Field Support Officer who is not a former or current member of NZ LandSAR Dogs.
- iv. The voting form shall contain a statement from each nominee supporting their nomination to Committee. The voting form shall comprise two sections, Section 1 –

Nominations for Committee and Section 2 – Nominations for Office Bearer roles. All nominees shall be listed in Section 1. Nominees who have indicated they wish to be considered for an Office Bearer role as stated in Clause 9 sub-clause 'i' shall also be listed in Section 2 of the voting form.

- v. Elected Committee Members are elected for the term of two (2) years but may stand for re-election.
- vi. Duly incorporated societies who have been accepted as Full Members shall have the right to nominate one representative to stand for election to the Committee.
- vii. The Committee shall have the power to conduct the affairs of the Society, including the power to delegate.
- viii. From time to time the Committee may appoint Sub-Committees to perform certain tasks
- ix. The Committee shall have the power to co-opt onto the Committee or any Sub-Committee created by the Committee. A co-opted Member shall only be entitled to a Committee vote if they have been co-opted to replace an elected Committee Member who has stood down from the Committee, and after the co-option has been notified to Members. The total number of voting positions on the Committee shall be governed by the number of annually elected Full Members as stated in sub-clause 'i' of this Clause. Co-opted Members who are not replacing an elected Committee Member shall have no voting rights on the Committee.

9. OFFICER BEARERS

- i. The Office Bearers shall be:

Chairman
Secretary
Treasurer

- ii. Should no nominees be listed in Section 2 of the voting form, as provided in Clause 8 sub-clauses 'i' and 'iv', and therefore no election by eligible Members for Office Bearer roles is required, or if the Office Bearer nominees have not been elected onto the Committee, the Committee shall appoint from its number the Office Bearers.

10. ROLE OF THE COMMITTEE

- i. Subject to the rules of the LandSAR Search Dogs ("The Rules"), the role of the Committee and Committee Members is to:
 - a. Administer, manage, and control the Society;
 - b. Act in good faith and in the best interests of the Society at all times, in accordance with this Constitution;
 - a. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - b. Regularly attend Committee meetings and General Meetings of the Society;
 - c. Regularly monitor and review the performance of the Society;
 - d. Disclose to the Committee the nature and extent of any interest in a transaction or proposed transaction as soon as the Committee Member becomes aware of the fact that s/he has such interest;

- e. Take such other steps as determined by the Committee in respect of any interest specified in Clause 10.i.f, which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
 - f. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - g. Set accounting policies in line with generally accepted accounting practice
 - h. Delegate responsibility and co-opt members where necessary
 - i. Ensure that all Members follow the Rules;
 - j. Decide how a person becomes a Member, and how a person stops being a Member;
 - k. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - l. Decide the procedures for dealing with complaints;
 - m. Set Membership fees, including subscriptions and levies;
 - n. Make regulations.
 - o. Not disclose information that the Committee Member would not otherwise have available other than in his or her capacity as a Committee Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Committee for the purposes of LandSAR Dogs;
 - ii. As required by law; or
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- ii. The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society. This power shall include:
- a. Appoint Employees;
 - b. Define delegations of authority from the Committee to Employees;
 - c. Adopt and review the annual plan and budget for the Society;
 - d. Determine applications from individuals, clubs and regional bodies wishing to be Members of the Society;
 - e. Hold national meetings and forums for the Members, including General Meetings;
 - f. Sanction training camps, events and assessments;
 - g. Approve rules and regulations for any Society training programs or assessments including conditions of entry;
 - h. Establish sub-committees, commissions, or other groups to carry out any work of the Committee by its delegated authority;
 - i. Employ, engage or otherwise appoint trainers, assessors and other support personnel for the Society and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
 - j. Delegate to trainers and assessors the power to select handlers and dogs for training programs and assessments;
 - k. Determine the yearly calendar for training and assessment events;
 - l. Control expenditure and raise funds to fulfil the Objects of the Society;
 - m. Open and operate in the name of LandSAR Search Dogs such bank accounts as deemed necessary;

- n. Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
 - o. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Committee;
 - p. Resolve and determine any disputes or matters not provided for in this Constitution; and
 - q. Do all other acts and things which are within the powers and Objects of the Society and which the Committee considers are appropriate.
- iii. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairman shall have a casting vote, that is, a second vote.
 - iv. Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.
 - v. If any situation arises that, in the opinion of the Committee, is not provided for in the Constitution, any regulations, or the policies or procedures of NZ LandSAR Search Dogs, the matter will be determined by the Committee.

11 ROLE OF COMMITTEE MEMBERS

- i. The Chairman is responsible for:
 - a. Ensuring that the Rules are followed;
 - b. Convening Meetings and establishing whether or not a quorum is present;
 - c. Chairing Meetings;
 - d. Overseeing the operation of the Society;
 - e. Providing a report on the operations of the Society at each Annual General Meeting;
 - f. Liaison with NZ LandSAR Head Office, other Chairman of LandSAR Groups, and other agencies for which NZ LandSAR Search Dog interacts.
- ii. The Secretary is responsible for:
 - a. Recording the minutes of Meetings;
 - b. Keeping the Register of Members;
 - c. Keeping the Register of Operational Dog teams and forwarding to LandSAR Groups and other Agencies as required by the Committee
 - d. Holding the Society's records, documents, and books except those required for the Treasurer's function;
 - e. Receiving and replying to correspondence as required by the Committee;
 - f. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
 - g. Advising the Registrar of Incorporated Societies of any rule changes.
- iii. The Treasurer is responsible for:
 - a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;

- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies.
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines.

12 PUBLICITY

- i. No Member other than the Chairman or a Member nominated to do so by the Chairman, shall purport to speak and represent the views of NZ LandSAR Search Dogs as a whole both internal or external to NZ LandSAR, without first having obtained approval to do so.

13 OBLIGATION OF MEMBERS

- i. All Members (and Committee Members) shall promote the purposes of NZ LandSAR Search Dogs and shall do nothing to bring NZ LandSAR Search Dogs into disrepute.

14. FINANCE

a)

- i. All funds of the Society shall be banked forthwith in the name of the Society in such bank account as the Committee shall determine.
- ii. Any two of the Chairman, Secretary or Treasurer shall be authorised to sign all cheques drawn on the account and any one of them to endorse cheques for payment into the account.
- iii. Payments shall be made subject to the approval of the Committee.

b)

- i. Any income, benefit or advantage shall be applied to the charitable purposes of the Society.
- ii. No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- iii. Any such income paid shall be fair and reasonable and relative to that which would be paid in an "arms length" transaction (being open to the market value).

c)

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

15. POWERS

- i. LandSAR Dogs shall have all the powers necessary to enable it to achieve its objects, including but not limited to:
 - a. controlling and investing its funds, including investing any money in any investment for the time being authorised by the Committee;

- b. borrowing money only when a proposal has been accepted at a General Meeting; and
- c. hiring from, make reimbursement to, or paying an honorarium to any member, individual or organisation in return for goods and/or services. Any reimbursement or honorarium or payment of any kind must be proper and reasonable.

16. COMMON SEAL

The common seal of LandSAR Dogs shall be held by the Treasurer and shall be affixed only pursuant to a resolution of the Committee. The common seal shall be affixed in the presence of any two of the Chairman, Secretary or Treasurer, who shall sign their names as witnesses to the affixing of the seal.

17. INTERPRETATION

The Committee shall be the authority for the interpretation of these rules. A decision of the Committee on any question of interpretation or on any matter affecting the objects and not provided for in these rules shall be final and binding on the Members.

18. WINDING UP

- i. LandSAR Dogs may be voluntarily wound up if at a General Meeting a resolution requiring it to be wound up is passed by a simple majority of Members entitled to vote and voting upon the resolution, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.
- ii. Upon a winding up and after payment of the liabilities of LandSAR Dogs any surplus funds or assets remaining shall be handed to LandSAR NZ to be applied for the benefit of any charitable organisation which is a successor to the LandSAR Dogs, or which has similar charitable objects to LandSAR Dogs or those of LandSAR NZ.